

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)	Case No. 05-44481 (RDD)
)	
DELPHI CORPORATION, et al.,)	(Jointly Administered)
)	
Debtors.)	Chapter 11
)	
)	Hearing Date: June 16, 2006 at 10:00 a.m.
)	Objection Deadline: June 9, 2006
)	

**RESPONSE OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS IN SUPPORT OF DEBTORS' MOTION FOR ORDER
AUTHORIZING THE EXAMINATION OF, AND DIRECTING,
BARCLAYS BANK PLC, TO PRODUCE DOCUMENTS PURSUANT TO
RULE 2004 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

The duly-appointed Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") hereby submits its response in support of the "Debtors' Motion for Order Authorizing Examination of, and Directing, Barclays Bank PLC, to Produce Documents Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure" (the "2004 Motion"), as follows:

1. The Committee has reviewed the 2004 Motion and the exhibits attached thereto. Based on the information provided in the 2004 Motion, the Committee believes a Rule 2004 examination of Barclays Bank PLC ("Barclays") is warranted. The amount at issue, in excess of \$9 million, is significant and the reasons purportedly asserted by Barclays for not turning over the funds to the Debtors' estates do not appear to be legitimate. Therefore, there is a need for a 2004 examination of Barclays to compel the production of documents and testimony to determine whether any basis for setoff exists.

2. Accordingly, the Committee supports the granting of the relief requested by the Debtors in the 2004 Motion.

3. Furthermore, as the recovery of the amount being withheld, in excess of \$9 million, is significant to the estates and its unsecured creditors, it is important that the Committee be directly involved in this matter. The Court order granting the 2004 Motion should therefore provide that counsel for the Committee receive, simultaneously with counsel for the Debtors, copies of any and all documents produced by Barclays in response to the document request set forth in the 2004 Motion and that, should the Debtors proceed with a Rule 2004 examination of Barclays, the Committee is entitled to attend and participate in the Rule 2004 examination of Barclays.

Dated: June 8, 2006

The Official Committee of Unsecured Creditors
By its attorneys,

/s/ MICHAEL D. WARNER

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CERTIFICATE OF SERVICE

I hereby certify that on the 8th day of June, 2006, a true and correct copy of the foregoing Response of Committee in Support was served upon the parties on the attached Service List via overnight delivery service.

/s/ MICHAEL D. WARNER

Michael D. Warner